

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CD&R Investment Associates IX, Ltd.</u> _____ (Last) (First) (Middle) C/O M+C CORPORATE SERVICES LIMITED P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST _____ (Street) GEORGE TOWN E9 KY1-1104 _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/02/2018	3. Issuer Name and Ticker or Trading Symbol BEACON ROOFING SUPPLY INC [BECN]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date					
Series A Preferred Stock	(1)(2)	(1)(2)	Common Stock	9,694,619	41.26 ⁽³⁾	I	By affiliate ⁽⁴⁾

1. Name and Address of Reporting Person* <u>CD&R Investment Associates IX, Ltd.</u> _____ (Last) (First) (Middle) C/O M+C CORPORATE SERVICES LIMITED P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST _____ (Street) GEORGE TOWN E9 KY1-1104 _____ (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>CD&R Boulder Holdings, L.P.</u> _____ (Last) (First) (Middle) C/O M+C CORPORATE SERVICES LIMITED P.O. BOX 309 UGLAND HSE, SOUTH CHURCH ST _____ (Street) GEORGE TOWN E9 KY1-1104 _____ (City) (State) (Zip)

Explanation of Responses:

1. The Series A Cumulative Convertible Participating Preferred Stock ("Series A Preferred Stock") of Beacon Roofing Supply, Inc. (the "Issuer") is convertible at any time at the option of the holder and has no expiration date.
2. The Issuer may, at its option, require conversion of all (but not less than all) of the outstanding shares of Series A Preferred Stock to shares of the Issuer's common stock (the "common stock") if at any time the common stock trading price exceeds 200% of the then-effective conversion price for at least 75 out of 90 trailing trading days. The Series A Preferred Stock accrues dividends at a rate of 6.0% per annum, payable in cash or in additional shares of Series A Preferred Stock, provided that, in the case of certain specified triggering events (including the Issuer's failure to pay dividends on the Series A Preferred Stock), the dividend rate shall become 9.0% per annum for so long as such triggering event remains in effect. Holders of Series A Preferred Stock are also entitled to receive certain dividends declared or paid on the common stock on an as-converted basis.
3. CD&R Boulder Holdings, L.P. ("CD&R Stockholder") directly owns 400,000 shares of Series A Preferred Stock, which are convertible into shares of the Issuer common stock at a price per share of \$41.26, which is subject to anti-dilution adjustments, including in the event of any stock split, stock dividend, recapitalization or similar event. CD&R Associates IX, Ltd., as the general partner of CD&R Stockholder may be deemed to beneficially own the shares of Series A Preferred Stock held by CD&R Stockholder.
4. CD&R Investment Associates IX, Ltd. expressly disclaims beneficial ownership of the shares of Series A Preferred Stock held by CD&R Stockholder, except to the extent of its pecuniary interest therein.

Remarks:

CD&R Investment Associates IX, Ltd., By: Theresa A. Gore, 02/20/2018
VP, Treas. and Asst. Sec.
CD&R Boulder Holdings, L.P., By: CD&R Investment Associates IX, Ltd. general partner; By: /s/ Theresa A. Gore, VP, Treas. and Asst. Sec. 02/20/2018
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.